

BY-LAWS OF
Screen Directors' Guild, Inc.

1940



INDEX.

	PAGE
Article I. Seal	1
Article II. Objects of Guild.....	1
Article III. Membership. Classification of Senior Members.....	1
Article IV. Junior Membership. Classification of Junior Members.....	2
Article IV. Section B. Responsibility of Members.....	2
Article IV. Section C. Withdrawal Privileges.....	3
Article V. Property and Voting Rights.....	3
Article VI. Management. Election and Composition of Board.....	3
Article VII. Executive Committee.....	4
Article VIII. Finance Committee	5
Article IX. Guild Meetings. Proxy Committee.....	5
Article X. Duties of Officers.....	6
Article XI. Rules, Orders, Basic Agreement.....	6
Article XII. Discipline	7
Article XIII. Suspension of Delinquent Members.....	7
Article XIV. Entrance Fees, Dues and Assessments.....	8
Article XV. Bureaus and Departments.....	8
Article XVI. Election and Composition of Council.....	9
Article XVII. Reclassification of Junior Members.....	9
Article XVIII. Notices	10
Article XIX. Transfer and Termination of Membership.....	10
Article XX. Order of Business.....	10
Article XXI. Definitions and Miscellaneous.....	10
Article XXII. Provisions of Law; Parliamentary Procedure.....	10
Article XXIII. Amendments to By-Laws.....	11
Article XXIV. Guild as Bargaining Agent.....	11

By-Laws of
SCREEN DIRECTORS' GUILD, INC.

ARTICLE I.

SEAL.

The seal of the Guild shall be circular and bear the name of the Guild and the year of its incorporation.

ARTICLE II.

The objects of the Guild are those stated in its Articles of Incorporation, which include the following:

Section A:

1. To coordinate the activities of the various individuals now or hereafter engaged, or employed, as directors or assistant directors in the motion picture industry; to adopt, promulgate and encourage the observance of a code of ethics for its members and those similarly engaged or employed.

2. To act as bargaining agent for directors and assistant directors; to establish, maintain and enforce the terms of the minimum basic agreement entered into with certain producers on March 13th, 1939, and any other producer or producers who might become signatories thereto.

ARTICLE III.

MEMBERSHIP.

Section A:

The members shall be divided into three classes: Senior, Junior and Associate. Each member shall be classified at the time of the acceptance of his application, and at the beginning of each calendar year thereafter, or at the discretion of the Board of Directors.

Section B:

Senior Membership.

The Senior members shall be divided into six classes: A, B, C, D, E and F.

A, B and C Members.

1. Classes A, B and C shall consist of recognized directors. Any person who has directed two feature motion pictures; or one feature motion picture and six shorts; or twelve shorts; and who has been actively engaged as a director within the period of two years prior to his application, shall be eligible to Class A, B or C membership, and classified according to his earning ability.

Class D Members.

2. In accordance with the terms of the basic agreement the Guild will admit to Class D membership, subject to the 80/20% provision, any director that a producer might select.

Class E Associate Members.

3. Class E, Associate membership. Any person who is, or has been, engaged in duties which parallel directorial activities, including the making of montages; direction of second units; and who has a definite prospect of becoming a recognized director, shall be eligible for Associate membership.

Class F Special Non-voting Contract Members.

4. Class F. Any director who, for any reasons whatsoever, has relinquished his good standing as a Guild member, and who is under contractual obligation to any producer signatory to the basic agreement, as of March 13th, 1939, shall be eligible to Class F membership as a special non-voting contract member. The producer can continue to employ such director to the end of his contract term, including option terms, as contained in the existing contract, by causing the dues of such member to be paid to the Guild during the life of the existing contract, in which event the director will not be included in the 20% non-Guild quota.

At the termination of such contract said director ceases to be a member of the Guild. The producer cannot re-employ such director under a new contract unless said director is reinstated as a member of the Guild in good standing. If this is not done, however, the director can be included in the 20% non-Guild quota.

5. The power to admit to membership in the Guild; to classify the members; to transfer from one classification to another, shall be vested in the Board of Directors. The decisions of the Board under this section shall be conclusive, subject to notice to the member, the right of appeal, and an opportunity for hearing.

ARTICLE IV.

JUNIOR MEMBERSHIP.

Section A:

A Membership.

1. Class A shall consist of recognized first assistant directors. Any person who has been a first assistant director on four feature motion pictures; or two feature motion pictures and six short subjects; or twelve short subjects, during the period of two years prior to the date of his application shall be eligible to Class A membership.

B Membership.

2. Class B shall consist of recognized second assistant directors. Any person who has been a second assistant director on four feature motion pictures; or two feature motion pictures and six short subjects; or twelve short subjects, during the period of two years prior to the date of his application shall be eligible to Class B membership.

C Membership.

3. Any person who has been working as first or second assistant director but does not qualify for Class A or B membership, shall be eligible to Class C membership.

D Membership.

4. Any person who has been working partially as a first or second assistant director; including those employed as general assistants, and those employed as script clerks, who occasionally perform the duties of first or second assistant, shall be eligible to Class D membership, provided that when such Class D member shall have performed the duties of a first or second assistant director on two feature motion pictures; or one feature motion picture and three short subjects; or six short subjects; he shall be eligible to re-classification as a Class C member.

E Special Non-voting Contract Members.

5. Any first or second assistant director who, for any reasons whatsoever has relinquished his good standing as a Guild member, and is under contractual obligation to any producers signatory to the basic agreement, as of March 13th, 1939, shall be eligible to Class E membership as a special non-voting contract member. The producer can continue to employ such first or second assistant director to the end of his contract term, including option terms as contained in the existing contract, by causing the dues of said first or second assistant directors to be paid to the Guild during the life of such contract, in which event the first or second assistant director will not be included in the 20% non-Guild quota.

At the termination of such contract said first or second assistant director ceases to be a member of the Guild. The producer cannot re-employ such first or second assistant director under a new contract unless said first or second assistant director is reinstated as a member of the Guild in good standing. If this is not done, however, the first or second assistant director can be included in the 20% non-Guild quota.

6. The power to admit to Junior membership, to classify the Junior members; to transfer Junior members from one classification to another; shall be vested in the Council, composed of Junior members, subject to notice to the member, an opportunity for hearing and the right to appeal. All decisions by the Council under this section shall be subject to approval by the Board of Directors when so requested by that Board.

Section B:

Responsibility of Members.

No person shall become a member of the Guild unless and until he shall sign an application in which he agrees to abide by and be bound by the Articles of Incorporation; By-Laws; rules, orders and agreements lawfully made pursuant thereto. The form of such application and its further terms and provisions, if any, shall be fixed from time to time by the Board of Directors and, in instances affecting the Junior membership, with the consent of the Council.

Section C:

Withdrawal Privileges.

1. Should a first assistant director be assigned the duties of a unit manager he shall be given honorable withdrawal from the Screen Directors' Guild and be granted active membership in the Unit Managers' Guild during the period of such assignment.
2. Should a unit manager be assigned the duties of a first assistant director he shall be given honorable withdrawal from the Unit Managers' Guild and granted active membership in the Screen Directors' Guild during the period of such assignment.
3. Honorable Withdrawal may be granted to any Guild member in good standing for a minimum period of one year without penalty. However, such member may be returned to active membership within the withdrawal period by the payment of all dues for the intervening quarters.

ARTICLE V.

Section A:

VOTING AND PROPERTY RIGHTS.

Property rights in the Guild shall be divided proportionately among its Class A, B and C Senior members and its Class A and B Junior members.

1. Each Class A, B and C Senior member shall have one vote.
2. Class D, E and F Senior members shall have no voting rights except in the case of election of representatives to bargain on wages and working conditions and/or the election of representatives to bargain on additions or subtractions to the existing basic agreement, in which case each Senior Class D, E and F member shall have one vote each.
3. Each Class A, B and C Junior member shall have one vote.
4. Class D and E Junior members shall have no voting rights, except in the case of election of representatives to bargain on wages and working conditions, and/or the election of representatives to bargain on additions or subtractions to the existing basic agreement, in which case each Class D and E member shall be entitled to one vote each.

ARTICLE VI.

Section A:

Management.

The general management, direction and control of the affairs of the Guild shall be vested in a Board of Directors which shall consist of nineteen (19) members, sixteen (16) of whom shall be Class A, B or C Senior members in good standing and three (3) shall be Council members representing the Junior membership.

Election and Composition of Board.

1. From the present Board of Directors (holding office from the annual meeting in 1939 to the annual meeting in 1940) eight (8) Senior members shall be chosen to serve an additional term of one (1) year commencing at the next annual meeting in May, 1940. The method of selection shall be determined by the Board of Directors.
2. Eight (8) Senior members of the Board shall be elected annually by vote of the Senior Class A, B and C members in good standing, and each of the Directors so chosen shall hold office for a term of two years commencing on the next annual meeting. The method of election shall be determined by the Board of Directors.
3. The Officers of the Guild shall consist of a President; First Vice-President; Second Vice-President; Secretary and Treasurer and shall be elected from the Senior members of the Board of Directors at the annual meeting by vote of the Senior Class A, B and C members in good standing. The Officers so elected shall hold office until the next succeeding annual meeting and until their successors qualify.
4. Any Senior member who has served on the Board of Directors for two consecutive years shall not be eligible for re-election to the Board for a period of two years from the date last holding office.
5. Any Senior member who has served as President for two consecutive years shall not be eligible for re-election as President for a period of two years from the date last holding office.
6. The Board of Directors may, from time to time, choose assistant Secretaries, or assistant Treasurers, who need not be members of the Guild, or of the Board, and who shall hold office at the pleasure of the Board.

In addition the Board may choose an Executive Secretary who shall perform such duties as are assigned to him by the Board.

7. Any officer or Senior member of the Board of Directors may be recalled at any time by the written vote of 60 per cent of the Senior Class A, B and C members in good standing, filed with the Board of Directors; the 60 per cent of the Senior members may by the same vote designate a successor.

8. Any Junior member of the Board of Directors may be recalled at any time by the written vote of 60 per cent of the Junior Class A, B and C members in good standing, filed with the Board of Directors; the 60 per cent of the Junior members may by the same vote designate a successor. If a successor be not designated by the vote, his successor shall be appointed by the Council.

9. The Board of Directors shall control the disbursement of all funds of the Guild, and the Treasurer shall make no disbursements without the authorization of the Board of Directors.

10. Subject to statutory restrictions, the Board of Directors may from time to time delegate such of its respective functions and powers as it shall see fit to a committee or committees of the Guild, such committees, however, to serve at the pleasure of the Board.

11. The Board of Directors shall hold regular meetings at such time and place as it shall designate by resolution. Special meetings may be held upon the call of the President or by written call of three members filed with the Secretary, which call shall state the objects of the special meeting, or that it is to transact any business which may come before the meeting, in which latter event any business may be transacted. Notice of any such special meeting may be either by letter, telegraph, or telephone, and twelve hours' notice shall be sufficient. Notwithstanding the foregoing, any act shall be valid for all purposes if approved by the vote of all members of the Board of Directors at any meeting if irregularly called or held, or if approved by the written assent of all members of the Board of Directors without a meeting.

12. The Board of Directors shall receive, examine, and act promptly on any request made in person or in writing to the President or the Secretary by any member of the Guild in good standing, looking to the protection of the rights and property of such member.

13. The Board of Directors may annually prepare and distribute cards of membership in the Guild, one of which shall be given to each member, with his name filled in by the Secretary, bearing his classification.

14. The Board of Directors shall have the power to fill vacancies in its own body and among the Officers of the Guild. In case of a temporary vacancy caused by incapacity to serve, or absence from the County of Los Angeles, State of California, of any Senior member the Board of Directors shall have the power to fill such vacancy, *pro tempore*, from the Senior Class A, B or C members in good standing.

15. The Board of Directors shall have the power to select from the Class A, B or C membership, four members in good standing to serve as alternates on the Board of Directors. In case of a temporary vacancy, or vacancies, caused by incapacity to serve, or absence from the County of Los Angeles, State of California, of any Board member, or members, the alternates shall be empowered to fill such vacancy, or vacancies, *pro tempore*, and each alternate shall exercise all the powers of a regular member of the Board while so functioning.

16. In case of any vacancy caused by incapacity to serve or absence from the County of Los Angeles State of California, of any Junior member, the Council shall have power to fill such vacancy, *pro tempore*, from the Junior A, B or C membership of the Guild, and the person filling such vacancy shall be entitled to exercise, *pro tempore*, all of the powers of a regular member of the Board.

17. If any Senior member of the Board ceases to be a Senior member, or any Junior member of the Board ceases to be a Junior member, his position on the Board shall be vacant. In case of the absence of any member of the Board from three consecutive meetings thereof, the Board may declare the office of such member vacant.

18. Nine members of the Board of Directors shall constitute a quorum, provided, however, that if by vacancies the Board is reduced to less than nine, a majority of the then members shall constitute a quorum for the purpose of filling vacancies.

ARTICLE VII.

Section A:

EXECUTIVE COMMITTEE.

The Board of Directors may appoint from its own number an Executive Committee of three members which shall include the President, who shall be a member thereof by virtue of his office. Between meetings

of the Board of Directors, the Executive Committee shall have charge and control of the regulation and conduct of the ordinary operation of the affairs of the Guild. The Executive Committee shall not have power, however, to enter into employment contracts or alter or amend By-Laws or to fill vacancies in their membership, which vacancies shall be filled by the Board of Directors. Nor shall the Executive Committee exercise the powers hereinafter given to the Finance Committee. The Executive Committee shall meet at stated times, determined by such committee, or on notice to all members thereof by any one of its own number. It shall fix its own rules and procedure. A majority of the number thereof shall constitute a quorum. Such committee shall report to the Board of Directors at each regular meeting thereof.

ARTICLE VIII.

Section A:

FINANCE COMMITTEE.

The Board of Directors may appoint a Finance Committee, which shall consist of one Junior and three Senior Board members. This committee of four shall include the treasurer of the Board of Directors, and the treasurer of the Council, who shall be members by virtue of their office.

Each Senior member of the Finance Committee must be a member of the Board of Directors. The Junior member shall be the treasurer of the Council. Between meetings of the Senior Board, the Finance Committee will have special charge and control of all financial affairs of the Guild, including the approving of all ordinary expenditures and disbursements. The Finance Committee shall not have the power to enter into or terminate contracts of employment for the Guild; borrow or lend money for or on behalf of the Guild; alter or amend the By-Laws; or fill vacancies in their membership, which vacancies shall be filled by the Board of Directors. The Finance Committee shall meet at stated times determined by such committee, or on notice to all members thereof by any one of its own number. It shall fix its own rules and procedure. A majority of the number thereof shall constitute a quorum. Said committee shall report to the Board of Directors at each regular meeting thereof.

ARTICLE IX.

Section A:

MEETINGS OF THE GUILD.

1. The annual meeting of the Senior membership of the Guild shall be held in the County of Los Angeles, State of California, at such place as the Board of Directors may designate on the third Sunday of every May. Notice of the meeting shall be mailed to each Senior member at least five days before the date of said meeting, at his last known address. Each member shall register with the Secretary his business and residence addresses and telephone numbers.

2. The President may, and, when so instructed by the Board of Directors, shall call a special meeting of the Senior members of the Guild. In either case, written notice of such meeting must be mailed to every Senior member at least two days prior thereto or telegraphed to every Senior member at least 12 hours prior thereto. The notices of such meeting may designate the objects of the meeting or may specify that it is to transact such business as may come before the meeting, in which latter event any business may be transacted at such special meeting.

3. The Secretary must call a special meeting of the Senior members of the Guild within ten days, when so requested in writing by at least twenty-five Senior members in good standing, which request shall specify the purpose of such meeting.

4. The right to vote by proxy and the manner of voting by proxy shall be determined from time to time by the Board of Directors.

5. At all annual meetings of the Senior members of the Guild, the presiding officer shall appoint three or more members present in person to act as a proxy committee and as inspectors and tellers for the meeting, whose duty it shall be to pass on all proxies and to cast the votes at such meeting.

6. In the vote for officers and members of the Board, cumulative voting shall not prevail and each Senior member in good standing may cast one vote for each officer and director to be elected.

7. At all meetings of the Guild 15 per cent of the members in good standing, present in person or represented by proxy, shall constitute a quorum.

8. If a quorum be not present, the presiding officer shall adjourn the meeting to a day and hour fixed by him.

ARTICLE X.

Section A:

DUTIES OF OFFICERS.

1. The President shall preside at all meetings of the Guild and of the Board of Directors; and in his absence, the First Vice-President shall act, and in the absence of both of them, the Second Vice-President shall act, and in the absence of all three of them, the meeting shall elect one of its members present to act as its presiding officer. The President shall be the Chief Executive Officer of the Guild. If he is absent from the County of Los Angeles, State of California, or is unable to act in any case, the First Vice-President shall act instead, and in his absence or inability to act, the Second Vice-President shall act.

2. The Secretary of the Senior Body shall be ex-officio Secretary of the Board of Directors. He shall keep a true record of all proceedings and shall perform such other duties as may be directed by the Board of Directors. He shall be custodian of the official seal of the Guild and of its written records and minutes. In the absence of the Secretary the meeting may elect some member present to act as Secretary of the proceedings, if it is so desired by the Board of Directors.

3. The Secretary of the Council shall keep a true record of all proceedings and shall perform such other duties as may be directed by the Council. He shall be custodian of its written records and minutes and will so arrange that the minutes of each meeting of the Council will be submitted to the following meeting of the Board of Directors for their information and approval.

4. The Treasurer of the Senior Body shall receive all moneys of the Guild and all moneys collected by the Guild in behalf of the members and shall deposit all such moneys in the name of the Guild in such depository as shall be approved by the Board of Directors; and under the direction of the Board of Directors he shall dispose of the funds of the Guild. The Treasurer shall keep true and accurate accounts of the funds of the Guild and submit monthly statements thereof to the Board of Directors. He shall also prepare for submission at the annual meeting of the Guild, or whenever so requested by the Board of Directors, a complete financial statement of the funds of the Guild within his control. The Treasurer shall furnish a bond if so required by the Board of Directors, the expense of such bond to be borne by the Guild.

5. In addition to all other responsibilities it shall be the duty of the Board of Directors and its officers to carry into effect the terms of the basic agreement entered into on March 13, 1939; to issue or pass on waivers requested by Producers and to appoint such committees as may be deemed necessary.

6. It shall be the duty of all members to cooperate with and assist the officers and Board of Directors in promptly carrying out all Guild obligations under the basic agreement.

ARTICLE XI.

Section A:

RULES, ORDERS AND MINIMUM BASIC AGREEMENTS.

1. The Guild through its Board of Directors, effective March 13, 1939, has established a minimum basic agreement with certain Producers governing the minimum rate of pay and the minimum working conditions of its members. However, such basic agreement does not establish any maximum rate of pay or any maximum set of working conditions.

2. The Guild will call no strikes during the terms of such basic agreement and will promote on the part of its members compliance with their written contracts with producers, and foster good will.

3. The Guild, through its Board of Directors, will not order its Junior members to strike except when expressly subject to a vote of ratification by the Junior members, which must receive the votes of two-thirds of the Junior members in good standing, but, nothing shall be construed in the foregoing to give assistant directors the right to strike in violation of the terms of the basic agreement.

4. The Guild retains the right to discipline its members in accordance with Article XII, but in so doing will not deprive the Producer of his right under contract to the services of such member.

5. When the Guild has a contract with an employer (which said contract has been approved by the Guild as hereinbefore provided) and such employer breaches the same, and failing in conciliation and arbitration to secure redress, the Board of Directors may issue such order or orders in respect to such employer and the relations of members thereto as it sees fit.

6. Except for the provisions hereinbefore stated, any rule, order or agreement affecting directors shall be made by the Board of Directors only expressly subject to a vote of ratification by the Senior members, which said vote may be either at a meeting or by mail. Said ratification, to be effective, must receive the vote of two-thirds of the Senior members in good standing.

7. Any rule, order or agreement affecting assistant directors shall be made by the Board of Directors only expressly subject to a vote of ratification by the Junior members. Said vote may be either at a meeting or by mail. Such ratification, to be effective, must receive the vote of two-thirds of the Junior members in good standing.

8. Any rule, order or agreement may provide that the time of its effective date shall be fixed by the Board of Directors.

ARTICLE XII.

Section A:

DISCIPLINE.

1. Any Senior member who shall in the opinion of the Board of Directors, or any Junior member who shall in the opinion of the Council, be guilty of any, act, omission, or conduct which is prejudicial to the welfare of the Guild, or any member who shall fail to observe any of the requirements of the Articles, By-Laws, or any lawful rule or order of the Board of Directors, or fail to abide by any minimum basic agreement or agreements adopted in lawful manner by the Guild, may, in the discretion of the Board of Directors, be censured, suspended, expelled from membership, or his membership may be otherwise terminated, or he may be fined or otherwise punished or disciplined by the Board of Directors, the action to be determined at a meeting of the Board called for that purpose, at which a quorum shall be present, by a two-thirds vote of those present at such meeting, at which time said member shall be entitled to be present and be heard.

2. In the above cases, the Board shall act only upon charges preferred in writing (of which the accused shall have a copy) and after a hearing on at least ten days' written notice to the accused, sent to him by registered mail at his address as it appears on the records of the Guild, at which the accused may be present and represented by counsel.

3. In any case of transfer of a member from one classification of membership to another, unless the change be requested by the member, such member shall be given ten days' written notice of the transfer, sent to him by registered mail at his address as it appears on the records of the Guild. Within such ten-day period the member may file a written protest against such change and if such protest be filed, he shall be given a hearing thereon by the Board at a time and place to be fixed by it, of which the member shall be notified. Pending the hearing, however, the transfer made by the Board shall be effective.

4. From any resolution or decision of the Board inflicting any penalty on a member or affecting his membership, said member may appeal to the Guild, which shall determine the appeal by a majority vote of those present in person at a meeting duly called for such purpose. At such meeting, only members in good standing shall vote. Unless the time therefor be extended by order of the Board, the member must file said appeal within 15 days after notice of the resolution or decision of the Board. Such appeal, in order to be effective, must be filed with the Secretary of the Guild within the time limited as above provided and must be in writing, signed by the accused member. The accused member shall have at least ten days' notice, sent him by registered mail, of the time and place of the meeting at which the appeal is to be considered and heard and shall have the privilege of appearing and speaking at such meeting in person but not by attorney. The Board, in its discretion, may require the member appealing to deposit the estimated cost of the appeal, including the cost of the meeting, as a condition of the right to such appeal, such sum to be returned to the member if his appeal is successful, but the Board need not make this requirement. Pending an appeal, the accused member shall have none of the privileges of membership of which he may have been deprived by order of the Board of Directors.

5. No member may take any action to review the decision of the Board until after an appeal to the Guild is taken and decided.

6. The Board shall have power by a two-thirds vote of those present at a meeting duly called for that purpose to reinstate any member who has been expelled or suspended or by the same vote to relieve any member of any discipline inflicted.

7. Any member who shall be indebted to the Guild may in the discretion of the Board of Directors be declared to be not in good standing, suspended, or expelled from membership, or he may be fined or otherwise penalized. For three months such member may be put in the special non-voting class for quota purposes under the minimum basic agreement, if the employing Producer so requests.

ARTICLE XIII.

SUSPENSION OF MEMBERS.

Section A:

1. Any Senior member who has not directed a motion picture for a period of two consecutive years and is delinquent four quarters, or more, may, at the discretion of the Board of Directors, be suspended

from active membership in the Guild and, while so suspended shall have no further dues assessed against him, and outstanding delinquencies will remain dormant.

2. Any Senior member suspended, in accordance with the provisions of Section A, who receives a directorial assignment, may be immediately returned to active membership on payment of the current quarter's dues and issued a working permit to carry out the assignment, provided, however, that all delinquent dues, or as much as may be reasonably asked without causing a hardship, be paid out of the salary received on the picture for which the working permit was issued.

3. Any Junior member who has not acted as first or second assistant on a motion picture for one year and is delinquent four quarters or more may, at the discretion of the Council, be suspended from active membership in the Guild and, while so suspended, will have no further dues assessed against him and outstanding delinquencies will remain dormant.

4. Any Junior member suspended under the provisions of the foregoing section who receives an assignment as an assistant or second assistant director may be immediately returned to active membership on payment of the current quarter's dues and issued a working permit to carry out the assignment, provided, however, that all delinquent dues, or as much as may be reasonably asked without causing a hardship, be paid out of the salary received on the picture for which the working permit was issued.

5. The Guild may resort to court action to enforce the liability of any member. In any action between the Guild and a member in which the Guild shall be successful, it shall have the right to recover in the same action costs, expenses and reasonable attorney's fees paid or incurred in such action. No defect in the organization of the Guild as a corporation or in procedural steps for the adoption or amendment of its By-Laws, or in election of its officers or its Board of Directors, shall be a defense to any action hereunder against any member. Prima facie proof of any record fact such as the adoption of any rule or order may be made by the production of the affidavit of the then acting Secretary of the Guild to such fact. Such affidavit may be made from an inspection of the records of the Guild.

6. Any member in good standing and not in arrears of dues may resign at any time without prejudice. Unless specifically so provided by the Board of Directors, such resignation shall not relieve any such member from the obligations to abide by the Articles, By-Laws, and rules, orders, or minimum basic agreements made pursuant thereto for a period of six months from and after the date of his resignation, but shall relieve the member from further dues and assessments as a member of the Guild, and the rights of the Guild as against such ex-member to enforce such Articles, By-Laws, rules, orders or agreements shall be the same as though he continued a member for said six months' period. The Board may, however, in accepting the resignation of the member, relieve him of any or all further obligations to the Guild.

ARTICLE XIV.

Section A: ENTRANCE FEES, DUES AND ASSESSMENTS.

1. The entrance fees, dues, and assessments of Senior members shall be fixed or changed by resolution of the Board of Directors. Such entrance fees, dues, and assessments may be different for different classes of membership; and within the same class of membership may be either uniform or based on ability to pay, or earnings, or by classification, or in any other manner fixed by the Board of Directors.

2. The entrance fees, dues and assessments of Junior members shall be fixed or changed by resolution of the Council. Such entrance fees, dues or assessments may be different for different classes of membership, and within the same class of membership may be either uniform or based on ability to pay, or earnings, or by classification, or in any other manner fixed by the Council.

All decisions or resolutions made by the Council under the foregoing clause shall be subject to the approval of the Board of Directors.

3. The Guild will not impose unreasonable initiation fees, dues or assessments in an effort to defeat the provisions of the basic agreement, and if producers claim a violation of any such provision, then such case or cases will be referred to arbitration.

ARTICLE XV.

Section A: BUREAUS AND DEPARTMENTS.

1. The Board of Directors may establish such bureaus or departments as will tend to promote the interests of its members.

2. The Junior membership shall not be entitled to notice of, or have the right to attend, meetings of the Senior membership, except as herein specified, but shall have their own meetings.

ARTICLE XVI.

Section A:

ELECTION AND COMPOSITION OF COUNCIL.

The governing body of the Junior members shall consist of a Council composed of ten (10) Class A members in good standing and six (6) Class B members in good standing.

1. From the present Council (holding office from the annual meeting in 1939 to the annual meeting in 1940) eight (8) members shall be chosen to serve an additional term of one year commencing on the next annual meeting. The method of selection shall be determined by the Council.

2. Eight (8) members of the Council shall be elected annually by vote of the Class A, B and C Junior members in good standing, and each of the Council members so chosen shall hold office for a term of two (2) years commencing on the date of the next annual meeting. The method of election shall be determined by the Council.

3. The Officers of the Council shall consist of a President; Vice-President; Secretary and Treasurer and such Officers shall be chosen from the elected Council at the next annual meeting and shall hold office until the next succeeding annual meeting and until their successors qualify.

4. The President and Vice-President of the Council shall be Class A members in good standing. The Secretary and Treasurer shall be Class B members in good standing. Of the additional twelve members, eight (8) shall be Class A members in good standing and four (4) shall be Class B members in good standing.

5. The President and Vice-President shall be nominated by the Class A members in good standing, under such rules as the Council may from time to time promulgate. The Secretary and Treasurer shall be nominated by the Class B and C members in good standing under such rules as the Council may from time to time promulgate.

6. All Officers of the Council shall be elected by a plurality vote of the entire Class A, B and C Junior members in good standing.

7. At the annual meeting three (3) members shall be chosen from the duly elected Council to represent the Junior members on the Board of Directors.

8. The Council shall consider the problems of the Junior members and the three representatives elected shall report to the Board of Directors at its regular meetings with recommendations for action. No action of the Council, or its Officers, shall be valid unless approved by the Board of Directors should it desire to do so.

9. Any Junior member who has served on the Council for two consecutive years shall not be eligible for re-election for a period of two years from the date last holding office.

10. Any Junior member who has served as President for two consecutive years shall not be eligible for re-election as President of the Council for a period of two years from the date last holding office.

11. The Council shall have the power to fill vacancies in its own body. In case of a temporary vacancy caused by incapacity to serve, or absence from the County of Los Angeles, State of California, of any Junior Member, the Council shall have the power to fill such vacancy, *pro tempore*, from the Class A, B and C Junior Membership.

The Council shall have the power to elect from the Class A, B or C membership four members to serve as alternates on the Council. In case of a temporary vacancy, or vacancies, caused by incapacity to serve or absence from the County of Los Angeles, State of California, of any Junior Council member, or members, the alternate members shall be empowered to fill such vacancy or vacancies, *pro tempore*, and each alternate member shall exercise all the powers of a regular member of the Council while so functioning.

12. The Secretary must call a special meeting of the Junior members within ten days when so requested in writing by at least 25 Class A, B or C members in good standing, which request must specify the purpose of such meeting.

ARTICLE XVII.

Section A:

RECLASSIFICATION OF ACTIVE JUNIOR MEMBERS.

1. It shall be the duty of each Junior member to notify the Council when any change in his duties warrants his re-classification into a higher or lower dues bracket. Failure to do so promptly shall subject the member to disciplinary action.

ARTICLE XVIII.

Section A:

NOTICES.

1. All notices required to be sent to any member shall be sent by mail, prepaid, or by telegraph prepaid, to such member's address as it appears on the books of the Guild, and such mailing or telegraphing shall be conclusive evidence of the service thereof, and such notice shall be effective as of the date of mailing or telegraphing, as the case may be, and all periods of time run from the date of such mailing or telegraphing. Any voting of the members may, if the Council sees fit, be done by mail, and the provisions governing notice shall apply to the sending of ballots. Any notice to be given to the members shall be conclusively deemed to have been given if published in any official bulletin, magazine, or any other publication of the Guild. Despite any defect in giving notice, if the member has actual notice or his acts indicate that such lack of notice caused him no injury, such defect of notice is waived by the member.

ARTICLE XIX.

Section A:

TRANSFER, FORFEITURE AND TERMINATION OF MEMBERSHIP.

1. Membership in the Guild is non-transferable, and is lost and terminated on expulsion or resignation from the Guild, and is suspended on suspension from the Guild.
2. Membership in the Guild shall cease on the death of a member.
3. The proper property interests of a member shall cease at his death, or on the termination of his membership.
4. The rights of a member in the Guild shall be suspended if he is declared to be not in good standing.

ARTICLE XX.

Section A:

ORDER OF BUSINESS.

1. The order of business at the annual meeting of the Senior membership of the Guild shall be prescribed by the Board of Directors but shall include reports of committees and general business, and ratification of any amendments to the By-Laws previously adopted by the Board of Directors.

ARTICLE XXI.

Section A:

DEFINITIONS AND MISCELLANEOUS.

1. In these By-Laws the corporation is sometimes referred to as the "Guild." It shall be sufficient in any future rule, order or notice to the membership to so refer to the corporation.
2. The right to attend meetings may be given to the Junior Class D and E or Senior Associate members in good standing by appropriate action of the Council or the Board of Directors, but such members by such action shall not have the right to vote, except as hereinbefore or hereinafter provided.

ARTICLE XXII.

Section A:

PROVISIONS OF LAW . . . PARLIAMENTARY PROCEDURE.

1. Provisions, subjects, proceedings, rules, regulations and matters not covered or provided for by these By-Laws, shall be governed by those numerous sections of the Civil Code of the State of California relating to non-profit corporations which have been or may be adopted for the purpose of controlling and governing corporations, their officers, directors, members and affairs. Such provisions of law shall be of the same force and effect as if herein set forth in full.
2. Parliamentary matters, rules and regulations governing members' and Directors' meetings shall be under the control of the Board of Directors and subject to their deliberation and order, unless the law otherwise provides.
3. Whenever the context so requires, the masculine gender shall include the feminine and/or neuter, and the neuter gender shall include the masculine or feminine, and the singular number shall include the plural.
4. If any portion of these By-Laws shall be, or be held to be, illegal, such portion shall be deemed to be separable from the other portions of the By-Laws and shall not affect the same.

ARTICLE XXIII.

Section A:

AMENDMENTS.

1. The By-Laws may be amended, or new By-Laws adopted, or By-Laws repealed, in any of the following manners, provided, however, that such repeal, adoption or amendment does not take from any member his right to vote for bargaining representatives as hereinbefore provided.

2. By a vote of a majority of the entire Board of Directors at a regular meeting or at a meeting called for that purpose;

3. By the written assent of twelve members of the Board of Directors.

4. By the vote of a majority of the Senior members voting on the proposition either at a meeting called for that purpose, or by mail, if the Board of Directors shall submit the question to a vote by mail.

5. In the event 2 or 3 is the method used, such amendment, adoption or repeal shall be effective only until a general meeting of the Guild shall be called when the matter shall be submitted to a vote of the Senior and Junior members and decided by the majority of those voting thereon.

6. At any meeting where amendment to, repeal of, or new By-Laws are to be considered it shall be sufficient if the notice states such facts without the details, and if such are to be considered at the general meeting, the notice need not make any statement concerning the same.

7. Should the Junior member, through its Council, desire the repeal or amendment of any existing By-Law, or the adoption of new By-Laws affecting the rights of Junior members, request for such changes shall be made to the Board and a combined meeting of the Council and Board of Directors will be held to decide and approve what necessary action shall be taken.

8. Notwithstanding anything herein contained, however, Article XI of these By-Laws shall not be amended, repealed, added to or subtracted from by action of the Board of Directors. Such Article XI may only be amended, or changed, or added to, or subtracted from by method 5, hereinbefore provided.

ARTICLE XXIV.

BARGAINING AGENTS.

The bargaining representatives shall be the Board of Directors or any part of them determined by the Board of Directors, and shall as constituted include at least one Junior member of the Board and however constituted the bargaining representatives shall be subject to ratification by the entire membership in good standing, each member of the Guild having one vote.



Mr. King Vidor,
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